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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
-----X	

**STIPULATION, AGREEMENT, AND ORDER
REGARDING PROOFS OF CLAIM NUMBERS 3605, 3606, 3630,
3631, 14613, AND 14632 FILED BY MTR CORPORATION LIMITED**

TO THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE:

Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors in possession (collectively, the "Debtors"), and claimant MTR Corporation Limited ("MTR") (each a "Party" and together, the "Parties"), hereby enter into this stipulation and order, agreement, and agreed order (the "Stipulation and Order") and agree, as follows:

RECITALS

A. Commencing on September 15, 2008 and periodically thereafter, LBHI and certain of its subsidiaries commenced with the United States Bankruptcy Court for the Southern District of New York (the "Court") voluntary cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors' chapter 11 cases have been

consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

B. On March 30, 2009, MTR filed proofs of claim assigned numbers 3630 and 3631 in the chapter 11 case of LBHI and Lehman Brothers Special Financing Inc. ("LBSF"), respectively;

C. On April 1, 2009, MTR filed proofs of claim assigned numbers 3606 and 3605 in the chapter 11 cases of LBHI and LBSF, respectively;

D. On July 2, 2009, the Court established September 22, 2009 as the deadline to file proofs of claim by virtually all creditors against the Debtors [Docket No. 4271];

E. On September 17, 2009, MTR filed proofs of claim assigned numbers 14613 and 14632 in the chapter 11 cases of LBHI and LBSF, respectively;

F. On January 29, 2010, the Debtors filed the Debtors' First Omnibus Objection to Claims (Duplicate Claims) [Docket No. 6873] (the "Objection");

G. Pursuant to the Objection, the Debtors requested that the Court disallow and expunge the claims assigned numbers 3630 and 3631; and

H. MTR desires that its proofs of claim assigned numbers 3605, 3606, 3630, and 3631 be withdrawn, and that only proofs of claim numbered 14613 and 14632 remain outstanding.

AGREEMENT:

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, BY AND BETWEEN THE PARTIES, THROUGH THEIR RESPECTIVE UNDERSIGNED COUNSEL AND, UPON COURT APPROVAL HEREOF, IT SHALL BE ORDERED THAT:

1. Upon execution of this Stipulation and Order by the Parties, the Objection to claim numbers 3630 and 3631 shall be adjourned.

2. Except with respect to paragraph 1, which shall be effective upon execution, this Stipulation and Order shall not become effective unless and until it is approved by this Court (the “Effective Date”).

3. Upon the Effective Date, the proofs of claim numbered 3605, 3606, 3630, and 3631 shall be deemed withdrawn without further act or order.

4. The withdrawal of proofs of claim numbered 3630 and 3631 shall not impair or otherwise adversely affect proofs of claim numbered 14613 and 14632 or any claim set forth therein.

5. Upon the Effective Date, the Objection shall be deemed resolved with respect to proofs of claim numbered 3630 and 3631 without further act or order.

6. This Stipulation and Order shall be governed by the laws of the State of New York, without regard to the application of New York’s conflict of law principles.

7. The Court shall retain exclusive jurisdiction over any and all disputes arising out of or otherwise relating to this Stipulation and Order. Should this Court abstain from exercising its jurisdiction or be found not to have jurisdiction over a matter relating to this Stipulation and Order, such matter shall be adjudicated in either a federal district court or a state court in the State of New York.

8. This Stipulation and Order may be amended, superseded, terminated, or otherwise modified only by a signed writing executed by the Parties.

9. The person who executes this Stipulation and Order by or on behalf of each respective Party represents and warrants that he has been duly authorized and empowered to execute and deliver this Stipulation and Order on behalf of such Party.

10. This Stipulation and Order may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument, and it shall constitute sufficient proof of this Stipulation and Order to present any copy, copies, electronic copies, or facsimiles signed by the Parties here to be charged.

11. This Stipulation and Order shall inure to the benefit of, and shall be binding upon, the Parties hereto and their respective successors and assigns.

Dated: April 19, 2010
New York, New York

/s/ Randi W. Singer

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Dated: April 19, 2010
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Attorneys for MTR Corporation Limited

SO ORDERED:

Dated: New York, New York
April 22, 2010

s/ James M. Peck

Honorable James M. Peck
United States Bankruptcy Judge